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**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

- Affects PG&E Corporation
- Affects Pacific Gas and Electric Company
- Affects both Debtors

25 \*All papers shall be filed in the Lead Case,  
No. 19-30088 (DM).

Bankruptcy Case  
No. 19-30088 (DM)  
  
Chapter 11  
(Lead Case)  
(Jointly Administered)

**STIPULATED AMENDMENT TO  
FIRST INTERIM APPLICATION OF  
BAKER & HOSTETLER LLP FOR  
ALLOWANCE AND PAYMENT OF  
COMPENSATION AND  
REIMBURSEMENT OF EXPENSES  
FOR THE PERIOD FEBRUARY 15,  
2019 THROUGH MAY 31, 2019**

Date: December 17, 2019  
Time: 10:00 am Pacific Time  
Place: United States Bankruptcy Court  
Courtroom 17, 16th Floor  
San Francisco, CA 94102

1  
**COVERSHEET FOR STIPULATED AMENDMENT TO FIRST INTERIM  
 2 APPLICATION OF THE LAW FIRM OF BAKER & HOSTETLER LLP AS COUNSEL  
 3 TO THE OFFICIAL COMMITTEE OF TORT CLAIMANTS FOR ALLOWANCE OF  
 4 COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD  
FEBRUARY 15, 2019 THROUGH MAY 31, 2019**

Name of Applicant:	Baker & Hostetler LLP
Name of Client:	Official Committee of Tort Claimants
Time period covered by this application:	2/15/2019-5/31/2019
Total fees originally sought this period:	\$7,190,851.00
Total expenses sought this period:	\$233,430.74
<i>Total reduction in fees per agreement with Fee Examiner</i>	\$328,565.33
<i>Additional reduction in fees due to billing rate error</i>	\$4,327.00
<i>Total reduction in fees for non-working travel time</i>	\$37,824.00
Petition Date:	1/29/2019
Retention Date:	<i>nunc pro tunc</i> to 1/29/2019
Date of order approving employment:	4/10/2019
Total compensation approved by interim order to date:	\$0
Total expenses approved by interim order to date:	\$0
Total allowed compensation paid to date:	\$0
Total allowed expenses paid to date:	\$0
Blended rate in this application for all attorneys:	\$791.39
Blended rate in this application for all timekeepers:	\$760.04
Compensation sought in this application already paid pursuant to a monthly compensation order but not yet allowed:	\$3,759,131.00
Expenses sought in this application already paid pursuant to a monthly compensation order but not yet allowed:	\$233,430.74
Number of professionals included in this application	62
If applicable, number of professionals in this application not included in staffing plan approved by client:	N/A
If applicable, difference between fees/expenses budgeted and compensation sought for this period:	Amended Actual: \$7,053,565.41 Budget Range: \$5,814,000.00 - \$8,375,200.00
Number of professionals billing fewer than 15 hours to the case during the period:	18
Are any rates higher than those approved or disclosed at retention? If yes, calculate and disclose the total compensation sought in this application using the rates originally disclosed in the retention application:	No

**SUMMARY OF STIPULATED  
AMENDMENT<sup>1</sup> TO FIRST INTERIM FEE APPLICATION**

Date Filed	Period Covered	Total Compensation and Expenses for Period Covered		Total Amount Previously Requested with Monthly Fee Statement		Total Amount Paid to Date		Holdback
		Fees	Expenses	Fees @80%	Expenses @100%	Fees	Expenses	
4/16/19 (DE 1478) (1 <sup>st</sup> )	2/15/19- 2/28/19	\$858,819.50	\$36,785.28	\$687,055.60	\$36,785.28	\$687,055.60	\$36,785.28	\$171,763.90
5/17/19 (DE 2063) (2 <sup>nd</sup> )	3/1/19- 3/31/19	\$1,914,580.50	\$63,706.83	\$1,531,664.40	\$63,706.83	\$1,531,664.40	\$63,706.83	\$382,916.10
5/31/19 (DE 2295) (3 <sup>rd</sup> )	4/1/19- 4/30/19	\$1,925,513.75	\$62,921.10	\$1,540,411.00	\$62,921.10	\$1,540,411.00	\$62,921.10	\$385,102.75
7/1/19 (DE 2798) (4 <sup>th</sup> )	5/1/19- 5/31/19	\$2,491,937.25	\$70,017.53	\$1,993,549.80	\$70,017.53	\$1,993,549.80	\$70,017.53	\$498,387.45
<b>Total for First Interim Fee Application</b>		<b>\$7,190,851.00</b>	<b>\$233,430.74</b>	<b>\$3,759,131.00</b>	<b>\$233,430.74</b>	<b>\$3,759,131.00</b>	<b>\$233,430.74</b>	<b>\$1,438,170.20**</b>

Objections to Monthly Fee Statements: No objections have been filed regarding the First, Second, Third or Fourth Monthly Fee Statements.

\*\*Holdback Amount Requested by Applicant: \$1,438,170.20 minus: 1) a reduction in fees as agreed to by the Applicant and the Fee Examiner in the amount of \$328,565.33; 2) an additional reduction in requested fees in the amount of \$4,327.00, due to an error in the billing rate of two timekeepers; and 3) a reduction in the amount of \$37,824.00 in fees for non-working travel time, for a total amount of **\$1,067,453.87** (\$1,438,170.20 – (\$328,565.33 +\$4,327.00 + \$37,824.00) = **\$1,067,453.87**).

Fee Examiner Waives Objection to First Interim Application: In exchange for the reductions agreed to by the Applicant, the Fee Examiner waives any further objection to the First Interim Fee Application and preserves his right to object to the final fee application.

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<sup>1</sup> This Stipulated Amendment is being filed to reflect three reductions to the amounts sought in Applicant's First Interim Fee Application: 1) a reduction in requested fees in the amount of \$328,565.33; 2) an additional reduction in requested fees in the amount of \$4,327.00, due to an error in the billing rate of two timekeepers; and 3) a reduction in the amount of \$37,824.00 in fees for non-working travel time pursuant to the 2 hour cap provided in the existing Local Rules and Court Guidelines and the order approving the Fee Examiner's procedures entered on November 15 [Docket No. 4770].

1                   **STIPULATED AMENDMENT TO FIRST INTERIM APPLICATION OF**  
2                   **BAKER & HOSTETLER LLP FOR ALLOWANCE AND**  
3                   **PAYMENT OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**  
4                   **FOR THE PERIOD FEBRUARY 15, 2019 THROUGH MAY 31, 2019**

5                   TO THE HONORABLE DENNIS MONTALI,  
6                   UNITED STATES BANKRUPTCY JUDGE

7                   Baker & Hostetler LLP (“**Baker**” or “**Applicant**”), counsel to the Official Committee of  
8                   Tort Claimants (“**TCC**”) appointed in the above-captioned voluntary Chapter 11 bankruptcy cases  
9                   (the “**Bankruptcy Cases**”), hereby submits its *Stipulated Amendment to First Interim Application*  
10                  *for Allowance and Payment of Compensation and Reimbursement of Expenses for the Period*  
11                  *February 15, 2019 through May 31, 2019* (the “**Amendment**”) seeking entry of an order, on an  
12                  interim basis, pursuant to sections 330(a) and 331 of title 11, United States Code (the “**Bankruptcy**  
13                  **Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule  
14                  2016-1 of the Local Bankruptcy Rules for the Northern District of California (the “**Local Rules**”),  
15                  the *Guidelines for Compensation and Expense Reimbursement of Professional and Trustees*,  
16                  promulgated pursuant to Local Rule 9029-1, governing the narrative portion of fee applications,  
17                  effective February 19, 2014 (the “**Narrative Guidelines**”), the *U.S. Trustee Guidelines for*  
18                  *Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C.*  
19                  *§ 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013 (the “**UST**  
20                  **Guidelines**”), the *Order Pursuant to 11 U.S.C. §§ 331 and 105(a) and Fed. R. Bankr. P. 2016 For*  
21                  *Authority to Establish Procedures for Interim Compensation and Reimbursement of Expenses of*  
22                  *Professionals* (“**Interim Compensation Order**”) [Docket No. 701], and the revised Fee Examiner  
23                  Protocol filed on October 24, 2019 (the “**Revised Protocol**”) [Docket No. 4473] as approved by  
24                  the Court on November 15, 2019 [Docket No. 4770] (collectively, the “**Guidelines**”) for interim  
25                  allowance of compensation for professional services and reimbursement of actual and necessary  
26                  expenses in connection with Baker’s representation of the TCC in the above-captioned case.  
27

This Stipulated Amendment seeks interim approval of compensation and reimbursement of expenses from February 15, 2019 through May 31, 2019 (the “**Application Period**”) in the total amount of **\$7,053,565.41**, consisting of \$7,190,851.00 in fees and \$233,430.74 in actual and necessary expenses, minus: 1) a reduction in fees in the amount of \$328,565.33, as agreed upon by the Applicant and the Fee Examiner; 2) an additional reduction in requested fees in the amount of \$4,327.00, due to an error in the billing rate of two timekeepers; and; 3) a reduction in the amount of \$37,824.00 in fees for non-working travel time pursuant to the two [2] hour cap as provided in the order approving the Fee Examiner’s procedures entered on November 15 [Docket No. 4770].

This Amendment is based upon: 1) an agreement between the Applicant and Fee Examiner that Applicant would reduce the 20% holdback amount of \$1,438,170.20 due to Applicant by \$328,565.33, as evidenced by the Declaration of Elizabeth A. Green, attached hereto as **Exhibit A**; 2) the correction of a billing rate error relating to two timekeepers, Elizabeth A. Green and Andrew V. Layden, resulting in an additional reduction in fees in the amount of \$4,327, and 3) a reduction in the amount of non-working travel time in the amount of \$37,824.00, for a total holdback amount of **\$1,067,453.87** (\$1,438,170.20 – (\$328,565.33 +\$4,327.00+\$37,824.00) = **\$1,067,453.87**).

#### **BACKGROUND AND BASIS FOR AMENDMENT**

1. On January 29, 2019 (the “**Petition Date**”) the Debtors filed the Bankruptcy Cases. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Bankruptcy Cases are being jointly administered for procedural purposes only pursuant to Bankruptcy Rule 1015(b).

2. On February 15, 2019, the Office of the United States Trustee (“**UST**”) filed an Appointment of the Official Committee of Tort Claimants [Docket No. 453].

3. On March 17, 2019, the TCC filed its *Application to Employ Baker & Hostetler LLP as Attorneys for the Official Committee of Tort Claimants, Nunc Pro Tunc to the Petition Date*

[Docket No. 934] (the “**Retention Application**”). On April 10, 2019, the Court entered its *Order Granting the Application to Employ Baker & Hostetler LLP as Attorneys for the Official Committee of Tort Claimants, Nunc Pro Tunc to the Petition Date* [Docket No. 1331] (the “**Retention Order**”).

4. On May 28, 2019, the Court entered an order appointing Bruce A. Markell as fee  
5 examiner (“**Fee Examiner**”) in the Bankruptcy Cases. [Docket No. 2267]. Baker has  
6 communicated with the Fee Examiner and has supplied information to the Fee Examiner as  
7 requested and necessary for the Fee Examiner to evaluate the reasonableness of the compensation  
8 sought in this Application.

10. On July 15, 2019 (the “**Application Date**”), Applicant filed its *First Interim  
11 Application of Baker & Hostetler LLP for Allowance and Payment of Compensation and  
12 Reimbursement of Expenses for the period February 15, 2019 through May 31, 2019* [Docket No.  
13 2995] (the “**First Interim Fee Application**”).

15. On August 2, 2019, the Fee Examiner served its *Initial Report of the Fee Examiner*  
16 (“**Initial Report**”) which provided the initial conclusions and findings of the Fee Examiner  
17 concerning Applicant’s First Interim Fee Application.

18. Since August 2, 2019, the Applicant, the Fee Examiner, and Mr. Scott McNutt  
19 (“**McNutt**”), the attorney for the Fee Examiner, have been involved in multiple discussions  
20 regarding the First Interim Fee Application and the Initial Report. These discussions proved fruitful  
21 and led to an agreement between the Applicant, the Fee Examiner, and McNutt, that Applicant  
22 would reduce the holdback amount due from the First Interim Application by a total of \$328,565.33.

24. Further, during the recent preparation of the Applicant’s Second Interim Fee  
25 Application, it was discovered that the standard billing rate for two attorney timekeepers, Elizabeth  
26 A. Green (\$690 per hour) and Andrew V. Layden (\$410 per hour), had been erroneously increased  
27 to \$720 and \$550 per hour, respectively. Accordingly, this amendment reduces and adjusts the  
28

1 hourly billing rate for Ms. Green from \$720 to \$690 per hour and for Mr. Layden from \$550 to  
2 \$410 per hour, for a total dollar reduction attributable to their time in the First Interim Fee  
3 Application in the amount of \$4,327.00.

4       9. Pursuant to the two [2] hour cap as provided in the order approving the Fee  
5 Examiner's procedures entered on November 15 [Docket No. 4770] authorizing a two-hour  
6 allowance for non-working travel, Applicant has reduced the fees incurred for non-working travel  
7 by \$37,824.

8       9. 10. An agreed proposed form of order is attached hereto as **Exhibit B**. The Fee  
10 Examiner agrees to entry of this order.

11       11. In exchange for the reductions by the Applicant, the Fee Examiner waives any  
12 further objection to the First Interim Fee Application and preserves his right to object to Baker's  
13 final fee application.

14       15. WHEREFORE, Applicant respectfully seeks entry of an order substantially in the form  
16 attached hereto as **Exhibit B**:

17       1. 18. Awarding interim allowance of compensation during the Application Period in the  
19 total amount of **\$7,053,565.41**, consisting of \$7,190,851.00 in fees and \$233,430.74 in actual and  
20 necessary expenses, minus: 1) a reduction in fees in the amount of \$328,565.33, as agreed upon  
21 by the Applicant and the Fee Examiner; 2) an additional reduction in fees in the amount of  
22 \$4,327.00 due to a billing rate error related to two timekeepers; and 3) a reduction in the non-  
23 working travel time in the amount of \$37,824.00.

24       2. 25. Authorizing and directing the Debtors to make prompt payment to Baker of the total  
26 amount of **\$1,067,453.87**, representing the 20% holdback of fees in the amount of \$1,438,170.20,  
27 minus: 1) a \$328,565.33 reduction in fees agreed upon by the Applicant and the Fee Examiner; 2)  
28 an additional reduction in fees due to a billing rate error in the amount of \$4,327.00, and 3) a

reduction in non-working travel time in the amount of \$37,824.00 pursuant to the two [2] hour cap as provided in the order approving the Fee Examiner's procedures entered on November 15 [Docket No. 4770].

3. Granting such other and further relief as the Court may deem just and proper.

Dated: December 2, 2019

BAKER & HOSTETLER LLP

By: /s/ Elizabeth A. Green

Elizabeth A. Green

## Counsel to the Official Committee of Tort Claimants

Agreed and Approved  
By: /s/ *Scott H. McNutt*  
Counsel to the Fee Examiner

1

**EXHIBIT A**

2

**CERTIFICATION**

3

I, Elizabeth A. Green, declare as follows:

4

The following facts are personally known to me, and if called to do so, I could and would competently testify thereto.

5

1. I am a partner in the law firm of Baker & Hostetler LLP (“**Baker**”). I submit this certification in support of the *Stipulated Amendment to the First Interim Application of Baker & Hostetler LLP for Allowance and Payment of Compensation and Reimbursement of Expenses for the Period February 15, 2019 through May 31, 2019* (the “**Amendment**”).

6

2. I have personally reviewed the information contained in the Amendment and believe its contents to be true to the best of my knowledge, information and belief.

7

3. The compensation and expense reimbursement sought in this Amendment, to the best of my knowledge, information and belief, after reasonable inquiry, is in conformity with sections 330(a) and 331 of title 11, United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-1 of the Local Bankruptcy Rules for the Northern District of California (the “**Local Rules**”), the *Guidelines for Compensation and Expense Reimbursement of Professional and Trustees*, promulgated pursuant to Local Rule 9029-1, governing the narrative portion of fee applications, effective February 19, 2014 (the “**Narrative Guidelines**”), the *U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013 (the “**UST Guidelines**”), the *Order Pursuant to 11 U.S.C. §§ 331 and 105(a) and Fed. R. Bankr. P. 2016 For Authority to Establish Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (“**Interim Compensation Order**”) and the revised Fee Examiner Protocol filed on October 24, 2019 (the “**Revised**

1       **Protocol”**) [Docket No. 4473] as approved by the Court on November 15, 2019 [Docket No. 4770]  
2 (collectively, the “**Guidelines**

3       4. The compensation and expense reimbursement requested in this Amendment are  
4 billed at rates, in accordance with practices, no less favorable than those customarily employed by  
5 Baker and generally accepted by Baker’s clients.

6       7. As stated in the Amendment, since August 2, 2019, Baker, the Fee Examiner, and  
8 Mr. Scott McNutt (“**McNutt9 discussions regarding the First Interim Fee Application and the Initial Report. These discussions  
10 proved fruitful and led to an agreement between Baker, the Fee Examiner, and McNutt, that Baker  
11 would reduce the holdback amount due from the First Interim Application by a total of \$328,565.33.  
12**

13       6. During the recent preparation of Baker’s Second Interim Fee Application, it was  
14 discovered that the standard billing rate for two attorney timekeepers, me—Elizabeth A. Green  
15 (\$690 per hour), and Andrew V. Layden (\$410 per hour), had been erroneously increased to \$720  
16 and \$550 per hour, respectively. Accordingly, this amendment reduces and adjusts the hourly  
17 billing rate for me from \$720 to \$690 per hour and for Mr. Layden from \$550 to \$410 per hour, for  
18 a total dollar reduction attributable to my time and Mr. Layden’s time in the First Interim Fee  
19 Application in the amount of \$4,327.00.  
20

21       7. Pursuant to the two [2] hour cap as provided in the order approving the Fee  
22 Examiner’s procedures entered on November 15 [Docket No. 4770] authorizing a two-hour  
23 allowance for non-working travel, Applicant has reduced the fees incurred for non-working travel  
24 by \$37,824.

25       Date: December 2, 2019

BAKER & HOSTETLER LLP

26       By: /s/ Elizabeth A. Green

27       Elizabeth A. Green

28       Counsel to the Official Committee of Tort Claimants

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**EXHIBIT B**

**PROPOSED ORDER**

**BAKER & HOSTETLER LLP**  
**ATTORNEYS AT LAW**  
**LOS ANGELES**

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11 | *Counsel for the Official Committee of Tort Claimants*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

Bankruptcy Case  
No. 19-30088 (DM)

Chapter 11  
(Lead Case)  
(Jointly Administered)

**ORDER GRANTING FIRST INTERIM  
APPLICATION OF BAKER &  
HOSTETLER LLP, AS AMENDED,  
FOR ALLOWANCE AND PAYMENT  
OF COMPENSATION AND  
REIMBURSEMENT OF EXPENSES  
FOR THE PERIOD FEBRUARY 15,  
2019 THROUGH MAY 31, 2019**

22       Affects PG&E Corporation

23       Affects Pacific Gas and Electric Company

24      ■ Affects both Debtors

25 \*All papers shall be filed in the Lead Case,  
No. 19-30088 (DM).

1           **THIS MATTER** came before the Court upon consideration of the *First Interim Application*  
2        *for Allowance and Payment of Compensation and Reimbursement of Expenses* [Docket No. 2995]  
3        (the “**First Interim Application**”) *for the period February 15, 2019 through May 31, 2019* (the  
4        “**Application Period**”) and the *Stipulated Amendment to the First Interim Application for*  
5        *Allowance and Payment of Compensation and Reimbursement of Expenses for the period February*  
6        *15, 2019 through May 31, 2019* [Docket No. XXXX] (the “**Amendment**”) filed by Baker &  
7        Hostetler LLP (“**Baker**”), counsel for the Official Committee of Tort Claimants (“TCC”). Based  
8        upon the Court’s review and consideration of the First Interim Application and the Amendment,  
9        the certification in support thereof, and the other records and pleadings filed in the above-captioned  
10      chapter 11 cases,

11  
12           **THE COURT HEREBY FINDS** that notice of and opportunity for a hearing on the First  
13        Interim Application and Amendment was duly given and that such notice was appropriate and  
14        sufficient under the particular circumstances. It appears to the Court that good cause exists for  
15        interim approval of the fees and expenses requested by Baker in the First Interim Application and  
16        Amendment, pursuant to section 330 of the Bankruptcy Code and Federal Rule of Bankruptcy  
17        Procedure 2016. The Court further finds that the fees and expenses requested in the First Interim  
18        Application, as modified by the Amendment, are reasonable and have been earned.

19  
20           **THEREFORE, IT IS HEREBY ORDERED:**

21  
22        1.       The First Interim Application and Amendment are approved on an interim basis as  
23        reflected herein:

24  
25        2.       Baker is awarded an interim allowance of compensation during the Application  
26        Period in a total amount of \$7,053,565.41 consisting of \$7,190,851.00 in fees and \$233,430.74 in  
27        actual and necessary expenses, minus: 1) a reduction in fees in the amount of \$328,565.33, as  
28        agreed upon by Baker and the Fee Examiner; 2) an additional reduction in fees in the amount of

\$4,327.00 due to a billing rate error, and 3) a reduction in the amount of non-working travel time in the amount of \$37,824.00.

3. The Debtors are authorized and directed to make prompt payment to Baker the total amount of **\$1,067,453.87**, representing the 20% holdback of fees in the amount of \$1,438,170.20, minus: 1) the \$328,565.33 reduction in fees agreed upon by Baker and the Fee Examiner, 2) the additional reduction in fees due to a billing error in the amount of \$4,327.00, and 3) a reduction in the amount of non-working travel time in the amount of \$37,824.00.

4. In exchange for the reductions agreed to by the Applicant, the Fee Examiner waives any further objection to the First Interim Fee Application and preserves his right to object to Baker's final fee application.

5. The Court retains jurisdiction over any issues or disputes arising out of or relating to this Order.

\*\*\* END ORDER \*\*\*

## **Notice Parties**

PG&E Corporation c/o Pacific Gas & Electric Company Attn: Janet Loduca, Esq. 77 Beale Street San Francisco, CA 94105	Keller & Benvenutti LLP Attn: Tobias S. Keller, Esq. Jane Kim, Esq. 650 California Street, Suite 1900 San Francisco, CA 94108
The Office of the United States Trustee for Region 17 Attn: James L. Snyder, Esq. Timothy Laffredi, Esq. 450 Golden Gate Avenue, 5th Floor, Suite #05-0153 San Francisco, CA 94102	Milbank LLP Attn: Dennis F. Dunne, Esq. Sam A. Khalil, Esq. 55 Hudson Yards New York, NY 10001-2163
Milbank LLP Attn: Paul S. Aronzon, Esq. Gregory A. Bray, Esq. Thomas R. Kreller, Esq. 2029 Century Park East, 33rd Floor Los Angeles, CA 90067	Weil, Gotshal & Manges LLP Attn: Stephen Karotkin, Esq. Jessica Liou, Esq. Matthew Goren, Esq. 767 Fifth Avenue New York, NY 10153-0119
Bruce A. Markell Fee Examiner 541 N. Fairbanks Court Suite 2200 Chicago, IL 60611-3710	Scott H. McNutt Attorney for the Fee Examiner 324 Warren Road San Mateo, CA 94402